

July 14, 2010

RECORDATION NO. 11370-J FILED

JUL 15 '10 -12 00 PM

**SURFACE TRANSPORTATION BOARD**

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S W  
Washington, DC 20423-0001

Re. TTX Company  
Termination of Lease and Security Documents  
Lease No. 12B

Dear Section Chief.

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two copies of the Termination of Security Documents (No. 12B), dated as of July 15, 2010, between Wells Fargo Bank Northwest, National Association (successor to First Security Bank of Utah, N.A.), not in its individual capacity, but solely as Owner Trustee (the "*Owner Trustee*"), and The Bank of New York Mellon Trust Company, N.A. (successor to Mercantile Safe Deposit and Trust Company), not in its individual capacity, but solely as agent (the "*Agent*")

The enclosed document related to (a) the Conditional Sale Agreement (A), (b) the Agreement and Assignment, (c) the Lease of Railroad Equipment (No. 12B), and (d) the Assignment of Lease and Agreement between the Owner Trustee and the Agent, copies of which (or evidence thereof) were previously filed under Recordation Numbers 11370, 11370-A, 11370-B, and 11370-C, respectively.

The names and addresses of the parties to the enclosed document are as follows

Owner Trustee: Wells Fargo Bank Northwest, National Association  
Corporate Trust Lease Group  
MAC: U1228-120  
299 South Main Street, 12th Floor  
Salt Lake City, UT 84111

Agent: The Bank of New York Mellon Trust Company, N.A.  
Two North LaSalle Street, Suite 1020  
Chicago, IL 60602

Chapman and Cutler LLP  
.....

A description of the equipment covered as of the date hereof by the aforesaid memorandum is:

The 1069 railcars (including casualties) within the series RBOX 35749 - RBOX 37696 and RBOX 39582 - RBOX 40199 as more specifically described in Schedule 1 attached hereto

A short summary of the document to appear in the index follows:

Termination of Security Documents (No. 12B).

A fee of forty-one dollars (\$41.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to.

Robert Alvord, Esq  
Alvord and Alvord  
1050 Seventeenth Street, N.W.  
Suite 301  
Washington, DC 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned at (312) 845 3465

Sincerely,

CHAPMAN AND CUTLER LLP

By:   
Karim R. Merchant

KRM/drk  
Enclosures

**SCHEDULE 1  
LEASE No. 12B**

**PURCHASED RAILCARS**

<b>TYPE OF EQUIPMENT</b>	<b>BUILDER</b>	<b>REMAINING CAR NUMBERS</b>	<b>NO. OF UNITS REMAINING</b>
<b>50'6" 70-ton boxcar-RBOX</b>	<b>PSA</b>	<b>35749</b>	<b>659</b>
		<b>36750 - 36753</b>	
		<b>36755 - 36772</b>	
		<b>36774 - 36790</b>	
		<b>36792</b>	
		<b>36794</b>	
		<b>36796 - 36812</b>	
		<b>36815 - 36850</b>	
		<b>36852 - 36864</b>	
		<b>36866 - 36875</b>	
		<b>36878 - 36900</b>	
		<b>36902</b>	
		<b>36904 - 36907</b>	
		<b>36909 - 36929</b>	
		<b>36931 - 36938</b>	
		<b>36940 - 36952</b>	
		<b>36954 - 36961</b>	
		<b>36963</b>	
		<b>36965 - 36974</b>	
		<b>36976 - 37017</b>	
		<b>37019 - 37024</b>	
		<b>37026 - 37038</b>	
		<b>37040 - 37046</b>	
		<b>37048 - 37101</b>	
		<b>37103 - 37104</b>	
		<b>37106 - 37123</b>	
		<b>37125 - 37139</b>	

TYPE OF EQUIPMENT	BUILDER	REMAINING CAR NUMBERS	NO. OF UNITS REMAINING
		37141 - 37146	
		37148 - 37154	
		37157 - 37158	
		37160 - 37168	
		37170 - 37171	
		37406 - 37416	
		37418 - 37428	
		37430 - 37433	
		37435 - 37456	
		37458	
		37459	
		37461 - 37478	
		37480 - 37483	
		37485 - 37491	
		37493 - 37524	
		37526 - 37530	
		37532 - 37533	
		37535 - 37585	
		37587 - 37593	
		37595 - 37604	
		37606 - 37608	
		37610 - 37611	
		37613	
		37615 - 37622	
		37624 - 37631	
		37633 - 37650	
		37652	
		37654 - 37671	
		37673 - 37696	

TYPE OF EQUIPMENT	BUILDER	REMAINING CAR NUMBERS	NO. OF UNITS REMAINING
50'6" 70-ton boxcar-RBOX	PACCAR	39582 - 39615	334
		39617 - 39626	
		39628 - 39644	
		39646 - 39675	
		39677 - 39713	
		39715	
		39717	
		39719 - 39729	
		39731 - 39741	
		39743 - 39787	
		39789	
		39791 - 39796	
		39798 - 39827	
		39829	
		39832 - 39852	
		39854 - 39866	
		39868 - 39871	
		39873 - 39874	
		39877 - 39897	
		39899 - 39906	
		40170 - 40199	
			<u>993</u>

#### CASUALTIED RAILCARS

EQUIPMENT TYPE	BUILDER	CAR NUMBERS	NUMBER OF CARS
50'6" 70-ton boxcar-RBOX	PSA	36754	55
		36773	

EQUIPMENT TYPE	BUILDER	CAR NUMBERS	NUMBER OF CARS
		36791	
		36793	
		36795	
		36813	
		36814	
		36851	
		36865	
		36876	
		36877	
		36901	
		36903	
		36908	
		36930	
		36939	
		36953	
		36962	
		36964	
		36975	
		37018	
		37025	
		37039	
		37047	
		37102	
		37105	
		37124	
		37140	
		37147	
		37155	
		37156	
		37159	
		37169	
		37417	
		37429	
		37434	
		37457	
		37460	

EQUIPMENT TYPE	BUILDER	CAR NUMBERS	NUMBER OF CARS
		37479	
		37484	
		37492	
		37525	
		37531	
		37534	
		37586	
		37594	
		37605	
		37609	
		37612	
		37614	
		37623	
		37632	
		37651	
		37653	
		37672	
50'6" 70-ton boxcar-RBOX	PACCAR	39616	21
		39627	
		39645	
		39676	
		39714	
		39716	
		39718	
		39730	
		39742	
		39788	
		39790	
		39797	
		39828	
		39830	
		39831	
		39853	
		39867	

EQUIPMENT TYPE	BUILDER	CAR NUMBERS	NUMBER OF CARS
		39872	
		39875	
		39876	
		39898	
TOTAL CASUALTIED RAILCARS			<u>76</u>
TOTAL ALL RAILCARS			<u>1,069</u>



RECORDATION NO. 11370 5  
FILED

JUL 15 '10 -12 00 PM

TERMINATION OF SECURITY DOCUMENTS  
(STB)

SURFACE TRANSPORTATION BOARD


THIS TERMINATION OF SECURITY DOCUMENTS is made and entered into as of July 15, 2010 by THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A. (successor to Mercantile Safe Deposit and Trust Company), not in its individual capacity, but solely as agent ("Agent")

1. Reference is made to (a) the Conditional Sale Agreement (B) dated as of December 1, 1979 (as amended, modified or supplemented, the "CSA"), among Wells Fargo Bank Northwest, N.A. (successor to First Security Bank of Utah, N.A.) (the "Owner Trustee") and the Builders (as such term is defined therein), (b) the Agreement and Assignment dated as of December 1, 1979 (as amended, modified or supplemented, the "Agreement and Assignment"), among the Agent and the Builders, (c) the Lease of Railroad Equipment (No. 12B) dated as of December 1, 1979 (as amended, modified or supplemented, the "Lease") between TTX Company (formerly Railbox Company) and the Owner Trustee, and (d) the Assignment of Lease and Agreement dated as of December 1, 1979 (as amended, modified or supplemented, the "Lease Assignment") between the Owner Trustee and the Agent, copies of which (or evidence thereof) were filed with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) pursuant to the provisions of 49 U.S.C. Section 11303 on January 15, 1980 under Recordable Numbers 11370, 11370-A, 11370-B, and 11370-C, respectively. The CSA, the Agreement and Assignment and the Lease Assignment are referred to herein collectively as the "Security Documents."

2. The Security Documents are terminated effective as of the date hereof and the Agent hereby releases all of its right, title and interest in and to the railroad equipment set forth on Exhibit A attached hereto.

IN WITNESS WHEREOF, the party hereto has caused this termination to be duly executed by its officer duly authorized as of the date and year first above written.

THE BANK OF NEW YORK MELLON TRUST  
COMPANY, N.A., not in its individual  
capacity, but solely as Agent

By:   
Name: M. CALLAHAN  
Title: VICE PRESIDENT

STATE OF ILLINOIS )  
 ) SS:  
COUNTY OF COOK )

On this, the 13<sup>th</sup> day of July, 2010, before me, a Notary Public in and for said County and State, personally appeared M CALLAHAN, who being by me duly sworn, says that (s)he is the VICE PRESIDENT of THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., that said instrument was signed on July 13, 2010 on behalf of said trust company by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said national association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



T. Mostero  
Name. T MOSTERO  
Notary Public  
My Commission Expires: 1/22/2013  
Residing in COOK

(SEAL)

**EXHIBIT A  
RAILCARS**

**PURCHASED RAILCARS**

TYPE OF EQUIPMENT	BUILDER	REMAINING CAR NUMBERS	NO. OF UNITS REMAINING
50'6" 70-ton boxcar-RBOX	PSA	35749	659
		36750 - 36753	
		36755 - 36772	
		36774 - 36790	
		36792	
		36794	
		36796 - 36812	
		36815 - 36850	
		36852 - 36864	
		36866 - 36875	
		36878 - 36900	
		36902	
		36904 - 36907	
		36909 - 36929	
		36931 - 36938	
		36940 - 36952	
		36954 - 36961	
		36963	
		36965 - 36974	
		36976 - 37017	
		37019 - 37024	
		37026 - 37038	
		37040 - 37046	
		37048 - 37101	
		37103 - 37104	
		37106 - 37123	
		37125 - 37139	
		37141 - 37146	
		37148 - 37154	
		37157 - 37158	

TYPE OF EQUIPMENT	BUILDER	REMAINING CAR NUMBERS	NO OF UNITS REMAINING
		37160 - 37168	
		37170 - 37171	
		37406 - 37416	
		37418 - 37428	
		37430 - 37433	
		37435 - 37456	
		37458	
		37459	
		37461 - 37478	
		37480 - 37483	
		37485 - 37491	
		37493 - 37524	
		37526 - 37530	
		37532 - 37533	
		37535 - 37585	
		37587 - 37593	
		37595 - 37604	
		37606 - 37608	
		37610 - 37611	
		37613	
		37615 - 37622	
		37624 - 37631	
		37633 - 37650	
		37652	
		37654 - 37671	
		37673 - 37696	
50'6" 70-ton boxcar-RBOX	PACCAR	39582 - 39615	334
		39617 - 39626	
		39628 - 39644	
		39646 - 39675	
		39677 - 39713	
		39715	

TYPE OF EQUIPMENT	BUILDER	REMAINING CAR NUMBERS	NO OF UNITS REMAINING
		39717	
		39719 - 39729	
		39731 - 39741	
		39743 - 39787	
		39789	
		39791 - 39796	
		39798 - 39827	
		39829	
		39832 - 39852	
		39854 - 39866	
		39868 - 39871	
		39873 - 39874	
		39877 - 39897	
		39899 - 39906	
		40170 - 40199	
			<u>993</u>

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50'6" 70-ton boxcar-RBOX	PSA	36754	55
		36773	
		36791	
		36793	
		36795	
		36813	
		36814	
		36851	
		36865	
		36876	
		36877	
		36901	
		36903	
		36908	
		36930	
		36939	

EQUIPMENT TYPE	BUILDER	CAR NUMBERS	NUMBER OF CARS
		36953	
		36962	
		36964	
		36975	
		37018	
		37025	
		37039	
		37047	
		37102	
		37105	
		37124	
		37140	
		37147	
		37155	
		37156	
		37159	
		37169	
		37417	
		37429	
		37434	
		37457	
		37460	
		37479	
		37484	
		37492	
		37525	
		37531	
		37534	
		37586	
		37594	
		37605	
		37609	
		37612	
		37614	
		37623	
		37632	
		37651	
		37653	
		37672	
50'6" 70-ton boxcar-RBOX	PACCAR	39616	21

EQUIPMENT TYPE	BUILDER	CAR NUMBERS	NUMBER OF CARS
		39627	
		39645	
		39676	
		39714	
		39716	
		39718	
		39730	
		39742	
		39788	
		39790	
		39797	
		39828	
		39830	
		39831	
		39853	
		39867	
		39872	
		39875	
		39876	
		39898	
TOTAL CASUALTIED RAILCARS			<u>76</u>
TOTAL ALL RAILCARS			<u>1,069</u>



**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

7 | 15 | 10



Robert W. Alvord